

EXHIBIT B

ARTICLES OF INCORPORATION

ILLINOIS CERTIFICATE OF AUTHORITY



DEAN HELLER
Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684 5708

**Articles of
 Incorporation**
 (PURSUANT TO NRS 78)

Office Use Only:

FILED # C9237-02

APR 12 2002

Important: Read attached instructions before completing

1. Name of Corporation	TELEDIAS COMMUNICATIONS INC.		
2. Resident Agent Name and Street Address: (Must be a Nevada address where process may be served)	NAME IST NEVADA AGENTS PHYSICAL STREET ADDRESS 5605 RIGGINS COURT, SUITE 270 CITY RENO STATE NEVADA ZIP 89502 ADDITIONAL MAILING ADDRESS CITY STATE ZIP		
3. Shares: (No of shares corporation authorized to issue)	Number of shares with par value:	Par value:	Number of shares without par value: 1,000
4. Names, Addresses, Number of Board of Directors/Trustees:	The First Board of Directors/Trustees shall consist of 2 members whose names and addresses are as follows: 1. NAME KIRK S. SCHUMACHER STREET ADDRESS 5605 RIGGINS COURT, SUITE 265 CITY RENO STATE NV ZIP 89502 2. NAME CARMEN ASOREY STREET ADDRESS 5605 RIGGINS COURT, SUITE 265 CITY RENO STATE NV ZIP 89502 3. NAME STREET ADDRESS CITY STATE ZIP 4. NAME STREET ADDRESS CITY STATE ZIP		
5. Purpose (Optional-See Instructions)	The purpose of this corporation shall be: ANY LAWFUL PURPOSE		
6. Other Matters: (See Instructions)	Number of addition pages: 0		
7. Names, Addresses and Signatures of Incorporators: (If more than two incorporators, please attach additional pages)	KIRK S. SCHUMACHER NAME STREET ADDRESS 5605 RIGGINS COURT, SUITE 265 CITY RENO STATE NV ZIP 89502 Signature NAME STREET ADDRESS CITY STATE ZIP		
8. Certificate of Acceptance of Appointment of Resident Agent:	1. IST NEVADA AGENTS 5605 RIGGINS COURT, STE. 270 RENO, NV 89502 hereby accept appointment as Resident Agent for the above named corporation. Signature of Resident Agent or Resident Agent Company Date APRIL 11, 2002		

This form must be accompanied by appropriate fees. See attached fee schedule.



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

SEPTEMBER 6, 2002

6246-153-5

TELEDIAS COMMUNICATIONS, INC.
CARMEN ASOREY
5605 RIGGINS COURT, STE 265
RENO, NV 89502

RE TELEDIAS COMMUNICATIONS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS6246-153-5
SUBMIT IN DUPLICATEJesse White, Secretary of State
Department of Business Services
Springfield, IL 62756

Telephone (217) 782-1834

http://www.sos.state.il.us

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to: "Secretary of State."

This space for use by Secretary of State

FILED

SEP 06 2002

JESSE WHITE
SECRETARY OF STATEThis space for use by
Secretary of State

Date 9/6/02

License Fee \$

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$

Approved: \$100.00
JR1. (a) CORPORATE NAME: TELEDIAS COMMUNICATIONS, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
transaction of business in Illinois. Form BCA 4.15 is attached.)2. (a) State or Country of Incorporation: Nevada(b) Date of Incorporation: 4/12/2002(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:

(If none, so state)

5605 Riggins Court, Suite 265NoneReno, NV 89502

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent IL Corporation Service Company 700 South Second Street

First Name

Middle Name

Last Name

Registered Office 700 South Second Street

Number

Street

Suite #

Springfield, IL62704Sangamon

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Nevada, Florida, New York

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President Kirk S. Schumacher	5605 Riggins Court, Suite 265, Reno, NV	89502		
Secretary Carmen Asorey	5605 Riggins Court, Suite 265, Reno, NV	89502		
Director Kirk S. Schumacher	5605 Riggins Court, Suite 265, Reno, NV	89502		
Director Carmen Asorey	5605 Riggins Court, Suite 265, Reno, NV	89502		
Director				

If more than 3, attach list

TELEDIAS COMMUNICATIONS, INC.

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

Resold Telecommunication Services

Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		NPV	1,000	100

9. Paid-in Capital: \$ 5,500
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 25,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ None
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 175,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 17,000


11. Interrogatories: (Important – this section must be completed.)


- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 5605 RIGGINS CT., STE. 265
RENO, NV 89502
- (b) Number of shares of all classes owned by residents of Illinois: NONE
- (c) Number of shares of all classes owned by non-residents of Illinois: 100
- (d) Is the corporation transacting business in this state at this time? NO
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (all signatures must be in BLACK INK.)

Dated June 20, 2002
(Month & Day) (Year)

attested by 
(Signature of Secretary or Assistant Secretary)
Carmen Asorey
(Type or Print Name and Title)

TELEDIAS COMMUNICATIONS, INC.
(Exact Name of Corporation)

(Signature of President or Vice President)
by Carmen Asorey
(Type or Print Name and Title)

- PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- ** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).